

HM JOINT VENTURE

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

VIA AIR COURIER

October 14, 1993

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, DC 20423

RECORDED NO 15041-8

OCT 15 1993 - 1 43 PM

INTERSTATE COMMERCE COMMISSION

RE: Lease of Railroad Equipment dated as of August 1, 1986 ("Lease") between HM Joint Venture and CSX Transportation, Inc

Dear Ms Lee

On behalf of HM Joint Venture, I submit for filing and recording, under 49 U S C Section 11303(a) and the regulations promulgated thereunder the following document.

Two (2) fully executed originals of the Termination of Lease dated September 9, 1993 ("Termination of Lease") between HM Joint Venture and CSX Transportation, Inc.

In connection with the recording of the Termination of Lease, please note the following information.

Name and Address of Lessor: HM Joint Venture, a Kentucky Joint Venture

By Helm Equipment Leasing Corporation,
a General Partner
c/o Helm Financial Corporation
One Embarcadero Center, Suite 3500
San Francisco, CA 94111

and

By Mansbach Realty Company, a General Partner
1900 Front Street
Ashland, KY 41101

Name and Address of Lessee: CSX Transportation, Inc.
500 Water Street J-220
Jacksonville, FL 32202

Equipment Two thousand two hundred thirty (2,230) open top hopper railcars (See Annex A to the Lease for Unit Numbers)

Previous ICC Filing Lease filed on September 2, 1986 under Recordation No 15041.

Please file the Termination of Lease under the next available recordation number and return one (1) endorsed originals to my attention. The filing fee of sixteen dollars (\$16.00) is included in the enclosed check.

Sincerely,


Maureen Krieg
Contracts Administrator

mek
Enclosures (2)

TERMINATION OF LEASE

15041-10
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INTERSTATE COMMERCE COMMISSION

THIS TERMINATION OF LEASE OF RAILROAD EQUIPMENT, dated as of September 9, 1993 by HM Joint Venture, a joint venture organized under the laws of the State of Kentucky ("HM Joint Venture").

1. **Recitals:** HM Joint Venture entered into the Lease of Railroad Equipment dated as of August 1, 1986, as amended (the "Lease"), with CSX TRANSPORTATION, INC. with respect to the open top hopper railcars described in Annex A to the Lease and Schedule A to the Second Amendment dated January 30, 1987 (the "Units"). The Lease is on file at the Interstate Commerce Commission ("ICC") under Recordation Number 15041 filed on September 2, 1986.

The Lease was terminated on May 31, 1992. The purpose of this Termination of Lease is to provide a formal termination document for filing with the ICC.

2. **Termination:** The Lease is hereby formally terminated.

IN WITNESS WHEREOF, Helm, pursuant to due authority, has executed this Termination of Lease as of the date first written above.

HM JOINT VENTURE
a Kentucky Joint Venture

By: HELM EQUIPMENT LEASING CORPORATION
a General Partner

By:  _____

Title: _____ President _____

Date: _____ 09/20/93 _____

and

By: MANSBACH REALTY COMPANY,
a General Partner

By:  _____

Title: _____ President _____

Date: _____ 9/10/93 _____

STATE OF CALIFORNIA

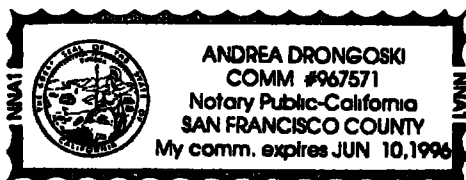
COUNTY OF SAN FRANCISCO

On Sept. 20, 1993, before me, Andrea Drongoski
personally appeared Richard C. Kirchner, President of **HELM**
EQUIPMENT LEASING CORPORATION,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.



Andrea Drongoski
SIGNATURE OF THE NOTARY

STATE OF KENTUCKY)

COUNTY OF BOYD)

On this 10th day of September, 1993, before me personally appeared Gerald Mansbach, to me personally known, who, being by me duly sworn, says that he is President of **MANSBACH REALTY COMPANY** that said instrument was signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Edward B. Renneker
Notary Public

My Commission Expires: 12/6/94

[Notarial Seal]